

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:

VROOM, INC.,

Debtor.¹

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Chapter 11

Case No. 24-90571 (CML)

**NOTICE OF FILING OF
FIRST AMENDED PLAN SUPPLEMENT
FOR THE PREPACKAGED PLAN OF REORGANIZATION
FOR VROOM, INC. UNDER CHAPTER 11 OF THE BANKRUPTCY CODE**

[Relates to Docket Nos. 7 and 81]

PLEASE TAKE NOTICE that, as contemplated by the *Prepackaged Plan of Reorganization for Vroom, Inc. Under Chapter 11 of the Bankruptcy Code* [Docket No. 7] (as may be amended, modified, or supplemented from time to time, and including all exhibits and supplements thereto, the “**Plan**”),² the above-captioned debtor and debtor-in-possession (collectively, the “**Debtor**”) hereby files certain of the documents comprising the Plan Supplement as the exhibits attached to this Notice with the United States Bankruptcy Court for the Southern District of Texas (the “**Court**”).

PLEASE TAKE FURTHER NOTICE that on December 23, 2024, the Debtor filed the initial Plan Supplement [Docket No. 81] (the “**Initial Plan Supplement**”).

PLEASE TAKE FURTHER NOTICE that the Debtor hereby files the first amended supplement to the Plan Supplement (the “**First Amended Plan Supplement**”).

PLEASE TAKE FURTHER NOTICE that the First Amended Plan Supplement includes the following exhibits (as may be amended, modified, or supplemented from time to time):

EXHIBIT	DOCUMENT
A	Warrant Agreement
A-1	Redline of Warrant Agreement ³

¹ The Debtor in this case, along with the last four digits of the Debtor’s federal tax identification numbers, is Vroom, Inc. (2566). The Debtor’s address is 3600 W Sam Houston Pkwy S, Floor 4, Houston, Texas 77042.

² All capitalized terms used but not defined herein shall have the meanings ascribed to them in the Plan.

³ This redline reflects revisions to the Warrant Agreement attached as Exhibit A to the Initial Plan Supplement.

C	Amended and Restated Certificate of Incorporation
C-1	Redline of Amended and Restated Certificate of Incorporation ⁴

PLEASE TAKE FURTHER NOTICE that these documents remain subject to continuing negotiations in accordance with the terms of the Plan and the Restructuring Support Agreement and the final versions may contain material differences from the versions filed herewith. For the avoidance of doubt, the parties thereto have not consented to such document as being in final form and reserve all rights in that regard. Such parties reserve all of their respective rights with respect to such documents and to amend, modify, or supplement the Plan Supplement and any of the documents contained therein through the Effective Date in accordance with the terms of the Plan and the Restructuring Support Agreement. To the extent material amendments or modifications are made to any of these documents, the Debtor will file a redline version with the Court prior to the hearing to consider confirmation of the Plan and the adequacy of the Disclosure Statement (the “**Combined Hearing**”).

PLEASE TAKE FURTHER NOTICE that the Plan Supplement is integral to, part of, and incorporated by reference into the Plan. Please note, however, these documents have not yet been approved by the Court. If the Plan is confirmed, the documents contained in the Plan Supplement (including any amendments, modifications, or supplements thereto) will be approved by the Court pursuant to the order confirming the Plan.

PLEASE TAKE FURTHER NOTICE that the deadline for filing objections to the adequacy of the *Disclosure Statement for the Prepackaged Plan of Reorganization for Vroom, Inc. Under Chapter 11 of the Bankruptcy Code* [Docket No. 8] (the “**Disclosure Statement**”) and/or confirmation of the Plan is **4:00 p.m. (Prevailing Central Time) on December 30, 2024** (the “**Objection Deadline**”). Any objections to the adequacy of the Disclosure Statement and/or confirmation of the Plan shall: (a) be in writing; (b) conform to the applicable Bankruptcy Rules and the Bankruptcy Local Rules; (c) set forth the name of the objecting party, the basis for the objection, and the specific grounds thereof; and (d) be filed with the Clerk of the Court no later than the Objection Deadline.

CONFIRMATION OBJECTIONS NOT TIMELY FILED AND SERVED IN THE MANNER SET FORTH HEREIN MAY NOT BE CONSIDERED BY THE COURT AND MAY BE OVERRULED WITHOUT FURTHER NOTICE.

PLEASE TAKE FURTHER NOTICE that the Combined Hearing is scheduled to commence **on January 8, 2024 at 10:00 a.m. (Prevailing Central Time)** before Judge Christopher M. Lopez of the United States Bankruptcy Court, Southern District of Texas, 515 Rusk Street, Houston, Texas 77002. **The Combined Hearing may be continued by the Court or by the Debtor without further notice other than by announcement of the same in open court and/or by filing and serving a notice of adjournment.**

⁴ This redline reflects revisions to the Amended and Restated Certificate of Incorporation attached as Exhibit C to the Initial Plan Supplement

PLEASE TAKE FURTHER NOTICE that in the event of a timely filed objection that is not settled by the parties, the Court shall hear such objection at the Combined Hearing or on a later date as may be fixed by the Court.

PLEASE TAKE FURTHER NOTICE that the copies of the documents included in the Plan Supplement or the Plan, or any other document filed in the Chapter 11 Case, may be obtained free of charge by visiting the Case Website at <https://www.veritaglobal.net/vrm>. You may also obtain copies of any pleadings filed in the Chapter 11 Case through the Court's electronic case filing system at <https://www.txs.uscourts.gov/page/bankruptcy-court> using a PACER password (to obtain a PACER password, go to the PACER website at <http://pacer.psc.uscourts.gov>), or on the website maintained by the Solicitation Agent at <https://www.veritaglobal.net/vrm>.

THIS NOTICE IS BEING SENT TO YOU FOR INFORMATIONAL PURPOSES ONLY. IF YOU HAVE QUESTIONS WITH RESPECT TO ANYTHING STATED HEREIN OR IF YOU WOULD LIKE TO OBTAIN ADDITIONAL INFORMATION, PLEASE CONTACT THE NOTICE AND CLAIMS AGENT BY CALLING (866) 967-1785 (TOLL FREE) OR, FOR INTERNATIONAL CALLERS, +1 (310) 751-2685. PLEASE NOTE THAT THE NOTICE AND CLAIMS AGENT CANNOT PROVIDE LEGAL ADVICE.

Houston, Texas
Dated: January 1, 2025

Respectfully submitted,

/s/ John F. Higgins

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*Counsel to the Debtor and Debtor in
Possession*

Certificate of Service

I certify that on January 1, 2025, I caused a copy of the foregoing document to be served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas on those parties registered to receive electronic notices.

/s/ John F. Higgins

John F. Higgins